Running RTM and RMC meetings: AGMs, board meetings and minutes

Notice periods, quorum, written resolutions and minutes, so decisions stand up later.

Good meetings make decisions that hold up when someone asks, six months or six years later, what was agreed. The test is simple: could a new director find out what was decided, and why?

The rules in one table

Defaults are under the Companies Act 2006; your articles can vary some of them.

POINT	DEFAULT RULE
Notice of a general meeting	At least 14 clear days (s307)
Short notice	Allowed if members holding at least 90% of the votes agree (s307)
Must a private company hold an AGM?	No, unless its articles or the lease require one
Quorum at a general meeting	Two qualifying persons, unless the articles say otherwise (s318)
Members forcing a meeting	Members with 5% of the votes can require one; directors must call it within 21 days (s303–s304)
Written resolutions	Ordinary: simple majority of eligible members. Special: 75%. They lapse after 28 days by default (s288–s297). Can't be used to remove a director
Keeping minutes	At least 10 years, for board and general meetings (s248, s355)

How to use the table: start with your articles. If they are silent, the Act's default applies. If the lease also says something, such as when an AGM must be held, follow both. An RTM company uses prescribed model articles, which override some of these defaults, so read them alongside the table.

"Clear days" do not count the day the notice is given or the day of the meeting. Allow extra time if the notice goes by post, because your articles will say when a notice is treated as received.

Board meeting or general meeting?

Directors decide day-to-day spending, contractors and budgets. Members decide on appointing and removing directors, changing the articles and anything the lease or articles reserve to them. Getting this wrong is the commonest reason a decision is later challenged.

- **Board:** approving a quote, appointing a contractor, setting the budget, deciding how to respond to a leaseholder's request.
- **Members:** appointing or removing a director, changing the articles, and anything the lease or articles say members must approve.

If you are not sure which it is, ask who has the power under the articles. If it is not clearly the board's, call a general meeting. Our guide to directors' duties explains what the board is

responsible for, and board roles and delegation shows how to share the work.

Before the meeting

- Check what your articles and lease require for notice, quorum and voting.
- Send the notice in good time, to everyone entitled to it, with the agenda.
- Attach the papers: accounts, budgets, quotes and draft resolutions.
- Choose a time and place, or a video call, that most people can attend.

Download the AGM notice template (Word)

Online and hybrid meetings

Meetings can be held online, or partly online, where the articles allow it or do not prohibit it. Read the articles before you plan one. The notice should say:

- the joining link or dial-in details;
- how members will vote, for example by show of hands on screen, a poll or the chat function;
- how members will be identified, so that only people entitled to vote do so.

Keep a record of who attended and how each resolution was decided, as you would for a meeting in a room. Test the link before the day, and appoint someone other than the chair to watch the chat and admit members.

Before you plan one, read what the articles say about meetings held by electronic means. If it is unclear whether your articles allow it, take advice first.

Written resolutions

A written resolution lets members decide something without a meeting. The wording is sent to every eligible member. An ordinary resolution passes with a simple majority of eligible members, and a special resolution with 75%. If it has not passed within 28 days, it lapses by default. A written resolution can't be used to remove a director, because that needs a meeting. Keep the wording, the replies and the date it passed with the minutes.

A simple agenda

1. Welcome, apologies, and confirm that the meeting is properly constituted.
2. Minutes of the last meeting and matters arising.
3. Finance: budget, spending to date, arrears.
4. Maintenance and compliance: what is done, what is due.
5. Decisions needed, each with a clear proposal.
6. Any other business, then date of next meeting.

Taking minutes

- Record decisions and who is to do what by when, not the whole discussion.
- Write down each resolution exactly as it was put, and how it was decided.
- Circulate the draft promptly, while people still remember.
- Keep the signed minutes for at least ten years.

A good set of minutes records the date, time and place, who was present and who sent apologies, whether the meeting was quorate, any interests declared, each decision and how it

was reached, and the actions agreed. It does not need to say who said what.

After the meeting, send the minutes to the board or members, update the registers, and file any changes with Companies House. Our guide to company secretarial duties gives the deadlines.

Download the minutes template (Word)

> **Where the record lives matters.** Store notices, minutes and resolutions together, in one place the whole board can reach. Share the outcome with residents.

The annual general meeting

The AGM is where leaseholders see that the building is run properly. Present the accounts, the year's work and the plan for the next year, and leave time for questions. Many people who never attend will still read the minutes. Put the date in your statutory calendar.

Keeping everyone on side

- Report back even when little has happened.
- Invite questions in advance as well as on the day.
- Thank the people who do the work. Volunteers burn out.

What the platform adds

Leasehold Clarity helps you generate notices, capture minutes, store resolutions and share them with residents, so each meeting adds to a permanent record.

Frequently asked questions

How much notice is needed for an RTM company AGM?

As a default, a general meeting needs at least 14 clear days' notice (Companies Act 2006, s307). Short notice is allowed if members holding at least 90% of the votes agree. Your articles may set different rules, so check them before you send the notice.

What is the quorum for an RMC general meeting?

Unless the articles say otherwise, the quorum is two qualifying persons (s318). Many articles set a different number, so read yours. If the meeting is not quorate, it cannot make valid decisions.

Can RTM directors make decisions by email?

It depends on your articles, which usually say how board decisions can be taken. Even where email is allowed, keep a clear record of the decision, who agreed and when, and file it with the minutes. Written resolutions of members are different. They follow Companies Act rules (ss288 to 297) and can't be used to remove a director.

Can leaseholders call a meeting of the RTM company?

Members can. Members with 5% of the votes can require the directors to call a general meeting, and the directors must then call it within 21 days (ss303 to 304). A leaseholder who is not a member of the company has no such right.

General information, not advice on your circumstances. Leasehold law is detailed and changes: check the current position and take advice before acting. Leasehold Clarity is provided by Leasehold Clarity Limited (company no. 16963931), with management and professional services from Murphy Thompson Moore LLP (LLP No. OC314041).